

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****02/20**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name ImPetro Resources, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 27 - 1769608

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

201 Main Street
Number Street

Number Street

Suite 700

P.O. Box

Fort Worth TX 76102
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Tarrant
County

Number Street

City State ZIP Code

5. Debtor's website (URL) https://www.lilisenergy.com/

Debtor	ImPetro Resources, LLC <small>Name</small>	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply:*

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor ImPetro Resources, LLC Case number (if known) _____
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See Schedule 1 Relationship _____
 District Southern District of Texas When 06/28/2020
 MM / DD / YYYY
 Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No.

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? See Schedule 2
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

 City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|-------------------------------|---|---|
| <input type="radio"/> 1-49 | <input type="radio"/> 1,000-5,000 | <input type="radio"/> 25,001-50,000 |
| <input type="radio"/> 50-99 | <input checked="" type="radio"/> 5,001-10,000 | <input type="radio"/> 50,001-100,000 |
| <input type="radio"/> 100-199 | <input type="radio"/> 10,001-25,000 | <input type="radio"/> More than 100,000 |
| <input type="radio"/> 200-999 | | |

Debtor ImPetro Resources, LLC Case number (if known) _____
 Name

15. Estimated assets

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/28/2020
 MM / DD / YYYY




Signature of authorized representative of debtor

Joseph C. Daches

Printed name

Title Chief Executive Officer, President, and Chief Financial Officer

18. Signature of attorney

 /s/ Harry A. Perrin
 Signature of attorney for debtor

Date 06/28/2020
 MM / DD / YYYY

Harry A. Perrin

Printed name

Vinson & Elkins LLP

Firm name

1001 Fannin Street, Suite 2500

Number Street

Houston

City

TX 77002
 State ZIP Code

(713) 758-2222

Contact phone

hperrin@velaw.com
 Email address

15796800

Bar number

TX
 State

Fill in this information to identify the case:

Debtor Name: Impetro Resources, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number (if known): _____

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

Lilis Energy, Inc.
Brushy Resources, Inc.
IMPETRO OPERATING LLC
Lilis Operating Company, LLC
Hurricane Resources LLC

Fill in this information to identify the case and this filing:

Debtor Name ImPetro Resources, LLC
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration__Schedule 1: List of Affiliated Debtors _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/28/2020
 MM / DD / YYYY

Joseph C. Daches
 Signature of individual signing on behalf of debtor

Joseph C. Daches

Printed name

Chief Executive Officer, President, and Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor Name: ImPetro Resources, LLC

United States Bankruptcy Court for the: Southern District of Texas

Case number (if known): _____

Schedule 2

Response to Question 12:

The above-captioned debtor (the ***Debtor***) and its affiliated debtors and affiliated non-debtors (collectively, the ***Company***) engage in the exploration, development, and production of oil and natural gas. As disclosed in more detail in the Company's most recent Form 10-K filed with the Securities and Exchange Commission, the oil and natural gas business involves a variety of operating risks, including the risk of fire, explosions, blow outs, hydrogen sulfide emissions or releases, pipe failures and, in some cases, abnormally high pressure formations, which could lead to environmental hazards such as oil spills, natural gas leaks and the discharge of toxic gases. The Company does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Company notes that it is not aware of any definition of "imminent and identifiable harm" as used in this form.

Fill in this information to identify the case and this filing:

Debtor Name ImPetro Resources, LLC
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration__Schedule 2: Response to Question 12 _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

06/28/2020
MM / DD / YYYY

Joseph C. Daches
Signature of individual signing on behalf of debtor

Joseph C. Daches

Printed name

Chief Executive Officer, President, and Chief Financial Officer

Position or relationship to debtor

Secretary's Certificate

The undersigned, being the Chief Executive Officer, President, and Chief Financial Officer of Lilis Energy, Inc. and each of its wholly owned subsidiaries (collectively, the "Companies"), does hereby certify, on behalf of the Companies and not in an individual capacity, as follows:


1. I am the duly qualified and appointed Chief Executive Officer, President, and Chief Financial Officer of each of the Companies and, as such, am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of each of the Companies.
2. Attached hereto as Annex A is a true, correct, and complete copy of the written consent adopted by the sole member of ImPetro Resources, LLC on June 28, 2020.
3. The above referenced written consent has not been modified or rescinded, and are in full force and effects as of the date hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed and caused this certificate to be delivered on behalf of the Companies as of the date first written above.

Lilis Energy, Inc.

By:

A handwritten signature in black ink, appearing to read 'JC Daches', is written over a horizontal line.

Name: Joseph C. Daches

Title: Chief Executive Officer, President, and
Chief Financial Officer

ANNEX A

**WRITTEN CONSENT OF THE
SOLE MEMBER OF IMPETRO RESOURCES, LLC**

**WRITTEN CONSENT OF
THE SOLE MEMBER OF
IMPETRO RESOURCES, LLC**

June 28, 2020

The undersigned, being the sole member (the “*Sole Member*”) of ImPetro Resources, LLC, a Delaware limited liability company (the “*Company*”), acting pursuant to the provisions of Section 18-302(d) of the Delaware Limited Liability Company Act, hereby approves, consents to and adopts the following recitals and resolutions and the actions therein authorized as the act of the Sole Member by written consent:

WHEREAS, the Board of Directors (the “*Parent Board*”) of Lilis Energy, Inc., a Nevada corporation (the “*Parent Company*”), has studied and considered the financial condition of the Parent Company and its subsidiaries (collectively, the “*Parent Company Group*”), including the Parent Company Group’s liabilities, contractual obligations and liquidity, the short-term and long-term prospects available to the Parent Company Group, the strategic alternatives available to the Parent Company Group and the related circumstances and situation, including the current and reasonably foreseeable future conditions in the oil and natural gas industry, the recent economic downturn, commodity price environment and uncertainties caused by the COVID-19 pandemic;

WHEREAS, the Parent Board, acting upon the recommendation of and through the Special Committee of the Parent Board, has authorized the Parent Company and certain of its subsidiaries (including the Company) to (i) execute that certain Restructuring Support Agreement (such agreement, together with the Restructuring Term Sheet attached thereto, the “*RSA*,” and the series of transactions described therein, the “*Restructuring Transactions*”) among (a) the Parent Company, (b) the Sole Member, a wholly owned subsidiary of the Parent Company, the Company, ImPetro Operating LLC, a Delaware limited liability company and wholly owned subsidiary of the Company (“*ImPetro Operating*”), Lilis Operating Company, LLC, a Texas limited liability company and wholly owned subsidiary of the Parent Company (“*Lilis Operating*”), and Hurricane Resources LLC, a Texas limited liability company and wholly owned subsidiary of the Parent Company (“*Hurricane*”) (collectively, the “*Filing Subsidiaries*” and, together with the Company, the “*Debtors*”), (c) certain of the lenders under that certain Second Amended and Restated Senior Secured Revolving Credit Agreement dated as of October 10, 2018 (as amended, restated, supplemented, or otherwise modified from time to time, the “*RBL Credit Agreement*”), by and among the Parent Company, as borrower, the Filing Subsidiaries, as guarantors, BMO Harris Bank N.A., as administrative agent (the “*RBL Agent*”), the lenders party thereto (the “*RBL Lenders*,” together with the RBL Agent and the other secured parties thereunder, the “*RBL Secured Parties*”) and (d) certain private funds affiliated with Värde Partners, Inc. (together with its affiliates, “*Värde*”) and (ii) file or cause to be filed a voluntary petition for relief (the “*Chapter 11 Petition*”) pursuant to Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division, or another appropriate court (the “*U.S. Bankruptcy Court*”), and any and all documents necessary or convenient to effect, cause or promote the reorganization of the Debtors under Chapter 11 of the Bankruptcy Code, pursuant to the Plan and in accordance with the RSA;

WHEREAS, the Sole Member, based on its review and consideration of the financial condition of the Parent Company Group, including the Parent Company Group's liabilities and liquidity, the short-term and long-term prospects available to the Company Group, the strategic alternatives available to the Parent Company Group and the related circumstances and situation, including the current and reasonably foreseeable future conditions in the oil and natural gas industry, has determined that it is advisable and in the best interests of the Company to, (i) enter into the RSA and (ii) concurrently with the Parent Company, file or cause to be filed the Chapter 11 Petition with the U.S. Bankruptcy Court pursuant to Chapter 11 of the Bankruptcy Code;

WHEREAS, as contemplated by the RSA, certain RBL Lenders (the "**DIP Lenders**") have agreed to provide post-petition financing (the "**DIP Facility**") to the Parent Company under that certain Senior Secured Super-Priority Debtor-in-Possession Credit Agreement (the "**DIP Credit Agreement**," and together with any related security agreements, fee letters, and other documents required to be executed or delivered by or in connection with the DIP Credit Agreement (as may be amended, restated, supplemented, or otherwise modified from time to time in accordance with the terms thereof and the applicable orders of the court, collectively the "**DIP Documents**"), by and among the Parent Company, as borrower, the Filing Subsidiaries, as guarantors, the RBL Agent, as agent (in such capacity, the "**DIP Agent**"), and the lenders party thereto, as DIP Lenders;

WHEREAS, the Debtors will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "**Cash Collateral**"), which is subject to the liens of the RBL Secured Parties;

WHEREAS, the Company intends, concurrently with the Parent Company, to file or cause to be filed with the U.S. Bankruptcy Court a voluntary petition for relief pursuant to Chapter 11 of the Bankruptcy Code; and

WHEREAS, after review of (i) the financial condition of the Company, the current and reasonably foreseeable future conditions in the oil and natural gas industry, the outlook for the Company's business and the other alternatives available to the Company, (ii) the terms of the RSA and related documentation, (iii) the availability of the DIP Facility and consensual use of the Cash Collateral and (iv) such other considerations as the Sole Member deems relevant, the Sole Member, following consultation with the financial and legal advisors to the Company, has determined that it is advisable and in the best interests of the Company to enter into the RSA and pursue the restructuring of the Debtors under the Bankruptcy Code as contemplated therein and as approved in these resolutions.

Restructuring Support Agreement

NOW, THEREFORE, BE IT RESOLVED, that the Sole Member hereby authorizes and approves, in all respects, the Company's entry into the RSA, together with any other agreements or documentation relating thereto (collectively, the "**Restructuring Support Documents**"), and the performance of the Company's obligations thereunder;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each of the officers of the Company, including Joseph C. Daches and Christa Garrett (collectively, the "**Authorized Officers**") to take such actions and negotiate or cause to be prepared and negotiated

and to execute, file, and deliver the Restructuring Support Documents, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by any Authorized Officer's execution or delivery thereof, cause the Company to perform its obligations under the Restructuring Support Documents, or any amendments or modifications thereto that may be contemplated by, or required in connection with, the Restructuring Transactions or the Chapter 11 case pursuant to the Bankruptcy Code (the "***Chapter 11 Case***"), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as any Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the Restructuring Transactions, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

Chapter 11 Filing

FURTHER RESOLVED, that the Sole Member hereby determines that it is advisable and in the best interests of the Company to file a Chapter 11 Petition pursuant to Chapter 11 of the Bankruptcy Code with the U.S. Bankruptcy Court;

FURTHER RESOLVED, that the Sole Member hereby authorizes the Company to file or cause to be filed a Chapter 11 Petition pursuant to Chapter 11 of the Bankruptcy Code with the U.S. Bankruptcy Court;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer, acting alone or with one or more other Authorized Officers, to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court on behalf of the Company, the Chapter 11 Petition, in such form as prescribed by the official forms promulgated pursuant to the Bankruptcy Code;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to execute, deliver, and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of the Company, all papers, motions, applications, schedules, and pleadings necessary, appropriate, or convenient to facilitate the Chapter 11 Case and all of its matters and proceedings, and any and all other documents necessary, appropriate, or convenient in connection with the commencement or prosecution of the Chapter 11 Case, each in such form or forms as the Authorized Officer may approve on behalf of the Company;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to execute, deliver and file or cause to be filed with the U.S. Bankruptcy Court, on behalf of the Company, all papers and pleadings that such Authorized Officers believe to be necessary or desirable to effect, cause or further the reorganization of the Company under Chapter 11 of the Bankruptcy Code and any and all other documents, including a plan of reorganization providing for the restructuring, reorganization or liquidation of the Company, and a disclosure statement related thereto, together with any amendments or modifications thereto, or any restatements thereof;

FURTHER RESOLVED, that the Sole Member, acting on behalf of the Company in its capacity as the sole member of ImPetro Operating, hereby authorizes ImPetro Operating to file or cause to be filed with the U.S. Bankruptcy Court, a voluntary petition for relief pursuant to Chapter

11 of the Bankruptcy Code, in accordance with the terms of the RSA and consistent with these resolutions, and ImPetro Operating is hereby authorized and empowered to take such actions as are necessary to accomplish the same consistent with these resolutions;

Debtor-in-Possession Financing, Cash Collateral and Adequate Protection

FURTHER RESOLVED, that the Sole Member hereby determines that the Company will obtain benefits from the loans and other financial accommodations provided under the DIP Facility and the DIP Documents and the consummation of the Financing Transactions (as defined below) provided under the DIP Facility and the DIP Documents, which are necessary and appropriate to the conduct, promotion and attainment of the business of the Company;

FURTHER RESOLVED, that the Sole Member hereby authorizes and approves, in all respects, the Company's entry into the DIP Credit Documents and the performance of its obligations thereunder;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to take such actions and negotiate or cause to be prepared and negotiated and to execute, file and deliver the DIP Documents, with such changes, additions and modifications thereto as any Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution or delivery thereof, cause the Company to perform its obligations under the DIP Documents, or any amendments or modifications thereto that may be contemplated by, or required in connection with, the Restructuring Transactions or the Chapter 11 Case, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as any such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the Restructuring Transactions, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that the Sole Member hereby authorizes the Company to: (i) undertake any and all transactions contemplated by the DIP Documents, on substantially the terms and subject to the conditions set forth in the DIP Documents or as may hereafter be fixed or authorized by the Sole Member or any Authorized Officer; (ii) borrow funds from, provide guaranties to, pledge its assets as collateral to and undertake any and all related transactions contemplated thereby (collectively, the "***Financing Transactions***" and each such transaction a "***Financing Transaction***") with the DIP Lenders and on such terms as may be approved by any Authorized Officer, as reasonably necessary or appropriate for the continuing conduct of the affairs of the Company; (iii) execute and deliver and cause the Company to incur and perform its obligations under the DIP Documents and Financing Transactions; (iv) finalize the DIP Documents and Financing Transactions, consistent in all material respects with the drafts thereof that have been presented to and reviewed by the Sole Member; and (v) pay related fees and grant security interests in and liens upon some, any or all of the Company's assets, as may be deemed necessary by any Authorized Officer in connection with such Financing Transactions;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to take such actions and negotiate or cause to be prepared and negotiated and to execute, file, deliver and cause the Company to incur and perform its obligations under the DIP

Documents, any hedging agreements, any secured cash management agreements, and all other agreements, instruments and documents (including, without limitation, any and all other intercreditor agreements, joinders, mortgages, deeds of trust, consents, notes, pledge agreements, security agreements, control agreements, interest rate swaps, caps, collars or similar hedging agreements and any agreements with any entity (including governmental authorities) requiring or receiving cash collateral or other credit support with proceeds from the DIP Credit Agreement) or any amendments thereto or waivers thereunder (including, without limitation, any amendments, waivers or other modifications of any of the DIP Documents) that may be contemplated by, or required in connection with, the DIP Credit Agreement, the other DIP Documents and the Financing Transactions, and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the transactions contemplated by the DIP Documents, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to authorize the DIP Lenders to file any UCC financing statements, mortgages, notices, and any necessary assignments for security or other documents in the name of the Company that the DIP Lenders deem necessary or appropriate to perfect any lien or security interest granted under the DIP Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Lenders may reasonably request to perfect the security interests granted under the DIP Documents;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer, in consultation with the Sole Member, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Documents or any of the other DIP financing documents, and to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, which shall in his or her sole judgment be necessary, proper or advisable, which determination shall be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Sole Member hereby authorizes the Company to provide certain adequate protection to the RBL Secured Parties (the "*Adequate Protection Obligations*"), as documented in a proposed interim order (any such order, the "*Interim DIP Order*") and a proposed final order (any such order, the "*Final DIP Order*", and together with the Interim DIP Order, the "*DIP Orders*") described to the Sole Member and submitted for approval to the U.S. Bankruptcy Court;

FURTHER RESOLVED, that the Sole Member hereby approves the form, terms, and provisions of the DIP Orders to which the Company is or will be subject, and the actions and transactions contemplated thereby, and authorizes and empowers each Authorized Officer to take such actions and negotiate, or cause to be prepared and negotiated, and to execute, deliver, perform,

and cause the performance of, the DIP Orders and the DIP Documents, incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, on substantially the terms and subject to the conditions described to the Sole Member, with such changes, additions, and modifications thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution or delivery thereof;

FURTHER RESOLVED, that the Sole Member hereby authorizes the Company, as a debtor and debtor-in-possession under the Bankruptcy Code, to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "***Adequate Protection Transactions***");

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to take such actions as in their discretion is determined to be necessary, appropriate, or advisable and execute the Adequate Protection Transactions, including delivery of: (i) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "***Adequate Protection Documents***"); (ii) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the RBL Secured Parties; and (iii) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Documents;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with this written consent, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, appropriate, or advisable to perform any of the Company's obligations under or in connection with the DIP Orders or any of the other Adequate Protection Documents and the transactions contemplated thereby and to carry out fully the intent of this written consent;

Retention of Professionals

FURTHER RESOLVED, that the Sole Member hereby approves and ratifies the Company's engagement of Vinson & Elkins L.L.P. ("***V&E***") as general bankruptcy counsel to represent and assist the Company and ImPetro Operating in carrying out their duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company's and ImPetro Operating's respective rights and obligations, including filings and pleadings, and each Authorized Officer is hereby authorized and empowered to take such actions as may be required to so engage V&E for such purposes; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of V&E;

FURTHER RESOLVED, that the Sole Member hereby approves and ratifies the Company's engagement of Barclays Capital, Inc. ("***Barclays***") as investment banker and financial

advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company's rights and obligations, and each Authorized Officer is hereby authorized and empowered to take such actions as may be required to so engage Barclays for such purposes; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Barclays;

FURTHER RESOLVED, that the Sole Member hereby approves and ratifies the Company's engagement of Opportune LLP ("**Opportune**") as operational financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company's rights and obligations, and each Authorized Officer is hereby authorized and empowered to take such actions as may be required to so engage Opportune for such purposes; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Opportune;

FURTHER RESOLVED, that the Sole Member hereby approves and ratifies the Company's engagement of BDO, USA LLP ("**BDO**") as accountants and tax advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company's rights and obligations, and each Authorized Officer is hereby authorized and empowered to take such actions as may be required to so engage BDO for such purposes; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of BDO;

FURTHER RESOLVED, that the Sole Member hereby approves and ratifies the Company's engagement of Stretto ("**Stretto**") as notice, claims and solicitation agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code in the U.S. Bankruptcy Court, and to take any and all actions to advance the Company's rights and obligations, and each Authorized Officer is hereby authorized and empowered to take such actions as may be required to so engage Stretto for such purposes; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Stretto;

FURTHER RESOLVED, that each Authorized Officer is hereby authorized and empowered to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each Authorized Officer, with power of delegation, is hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

General Authorization

FURTHER RESOLVED, that each of the Authorized Officer be, and each (acting alone) hereby is, authorized, empowered and directed, for and on behalf of the Company, to execute and deliver the agreements approved by these resolutions and all such modifications, amendments, supplements, extensions and other documents, instruments or certificates thereto or required in connection therewith in the name and on behalf of the Company, as the Authorized Officer may deem necessary, advisable or appropriate to effectuate the agreement, the Company's authorization and approval thereof evidenced by the Authorized Officer's execution and delivery thereof, and to do and perform all such acts and things and enter into, execute, acknowledge, deliver and file all such certificates, agreements, acknowledgments, instruments, contracts, statements and other documents and to take such further actions as they may deem necessary or appropriate to effect the intent and accomplish the purposes of the foregoing resolutions, with the taking of any such action by the Authorized Officer being conclusive evidence that the same did meet such standards as set forth above;

FURTHER RESOLVED, that the Sole Member hereby authorizes and empowers each Authorized Officer, on behalf of the Company, to certify and attest to any documents that he or she may deem necessary, appropriate, or convenient to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents; and

FURTHER RESOLVED, that any and all actions taken by an officer, employee or representative of the Company prior to the date of adoption of the foregoing resolutions, which would have been authorized by the foregoing resolutions but for the fact that such actions were taken prior to such date, be, and each hereby is, ratified, approved, confirmed and adopted as a duly authorized act of the Company in all respects and for all purposes.

[The remainder of this page is intentionally blank.]

IN WITNESS WHEREOF, the undersigned, being the Sole Member has approved, consented to and adopted the foregoing resolutions effective as of the date first above written.

SOLE MEMBER:

BRUSHY RESOURCES, INC.

By: 
Name: Joseph C. Daches
Title: Chief Executive Officer, President & Chief
Financial Officer

Fill in this information to identify the case and this filing:

Debtor Name ImPetro Resources, LLC
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

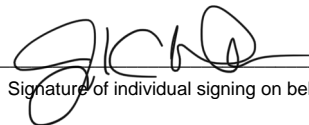
- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Resolutions

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

06/28/2020
 MM / DD / YYYY

û


 Signature of individual signing on behalf of debtor

Joseph C. Daches
 Printed name

Chief Executive Officer, President, and Chief Financial Officer
 Position or relationship to debtor

Fill in this information to identify the case:

Debtor name: Lilis Energy, Inc., et al.

United States Bankruptcy Court for the Southern District of Texas

Case number (If known): _____

.. Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	ELITE WELL SERVICES, LLC ATTN: JEFF JORDAN PRESIDENT 2702 NORTH FREEMAN AVE. ARTESIA, NM 88210	JEFF JORDAN EMAIL - PHONE - 575-736-4411	Trade				\$ 2,839,174
2	WAR HORSE RESOURCES, LLC ATTN: DANNY FORD OWNER 3030 NW EXPRESSWAY STE 200 B OKLAHOMA CITY, OK 73112	DANNY FORD EMAIL - dford@warhorsesresources.com PHONE - 405-239-0923	Trade				\$ 1,985,994
3	HELMERICH & PAYNE INTERNATIONAL DRILLING ATTN: JOHN W. LINDSAY PRESIDENT 1437 SOUTH BOULDER AVE TULSA, OK 74119	JOHN W. LINDSAY EMAIL - accountmanagement@hpdc.com PHONE - 918-742-5531	Trade				\$ 1,393,463
4	FESCO, LTD. ATTN: STEVE FINDLEY PRESIDENT 1000 FESCO AVE. ALICE, TX 78332	STEVE FINDLEY EMAIL - PHONE - 361-667-7000	Trade				\$ 761,198
5	ZEALOUS ENERGY SERVICES, LLC ATTN: KENNETH DOC LEBLANC PRESIDENT 899 REES ST BREAUX BRIDGE, LA 70517	KENNETH DOC LEBLANC EMAIL - PHONE - 337-332-4390	Trade				\$ 660,421
6	QES WIRELINE LLC ATTN: CHRISTOPHER J. BAKER PRESIDENT 1415 LOUISIANA STE. 2900 HOUSTON, TX 77002	CHRISTOPHER J. BAKER EMAIL - info@qesinc.com PHONE - 832-518-4094	Trade				\$ 639,874
7	APPLIED US ENERGY INC. ATTN: JIM JEFFIERS VICE PRESIDENT 22510 NETWORK PLACE CHICAGO, IL 60673-1225	JIM JEFFIERS EMAIL - jjeffiers@applied.com PHONE - 877-279-2799	Trade				\$ 613,184
8	B&L PIPECO SERVICES, INC ATTN: STEVE TAIT PRESIDENT 20465 SH STE 200 HOUSTON, TX 77070	STEVE TAIT EMAIL - PHONE - 281-955-3500	Trade				\$ 575,272
9	CULBERSON CONSTRUCTION LLC ATTN: BRAD CULBERSON PRESIDENT 4500 COLONY RD GRANBURY, TX 76048	BRAD CULBERSON EMAIL - PHONE - 817-573-3079	Trade				\$ 546,765
10	KD TRUCKING, LLC ATTN: BALDO NEVAREZ OWNER 7424 FM 52 PERRIN, TX 76486	BALDO NEVAREZ EMAIL - kdtruckingllc@gmail.com PHONE - 940-229-0290	Trade				\$ 538,339
11	SCM WATER, LLC ATTN: JOHN POARCH PRESIDENT 20329 STATE HIGHWAY 249, FIR 4 HOUSTON, TX 77070	JOHN POARCH EMAIL - PHONE - 281-655-3200	Trade				\$ 487,328

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12	EVENT SOLUTIONS OF LOUISIANA, LLC ATTN: FRANK GERAMI PRESIDENT 1701 W. WILLOW STREET LAFAYETTE, LA 70583	FRANK GERAMI EMAIL - PHONE - 337-261-3378	Trade				\$ 443,905
13	ALLSTATES PRODUCTION EQUIPMENT CO, LLC ATTN: J. SCOT LEE PRESIDENT 1217 SE 29TH STREET OKLAHOMA CITY, OK 73143	J. SCOT LEE EMAIL - allstates@coxinet.net PHONE - 405-672-2323	Trade				\$ 413,051
14	CLEARPOINT CHEMICALS, LLC ATTN: HARLAN FOSTER CEO 18300 SCENIC HIGHWAY 98 SUITE F FAIRHOPE, AL 36532	HARLAN FOSTER EMAIL - PHONE - 251-990-7311	Trade				\$ 400,000
15	PHOENIX TECHNOLOGY SERVICES USA INC. ATTN: MIKE BUKER PRESIDENT 12329 CUTTEN ROAD HOUSTON, TX 77066	MIKE BUKER EMAIL - PHONE - 713-337-0600	Trade				\$ 368,261
16	WEST TEXAS WATER WELL SERVICE ATTN: RUSSELL SOUTHERLAND PRESIDENT 3410 MANKINS AVE ODESSA, TX 79764	RUSSELL SOUTHERLAND EMAIL - russell@wtwws.com PHONE - 432-556-6621	Trade				\$ 338,173
17	NEWPARK DRILLING FLUIDS LLC ATTN: GREGG S. PIONTEK SVP & CFO 9320 LAKESIDE BLVD. SUITE 100 THE WOODLANDS, TX 77381	GREGG S. PIONTEK EMAIL - gpiontek@newpark.com PHONE - 281-754-8600	Trade				\$ 321,434
18	BAKER HUGHES OILFIELD OPERATIONS ATTN: LORENZO SIMONELLI CEO 2929 ALLEN PARKWAY HOUSTON, TX 77019	LORENZO SIMONELLI EMAIL - LORENZO.SIMONELLI@bakerhughes.com PHONE -	Trade				\$ 275,632
19	PLATINUM PIPE RENTALS, LLC ATTN: LARRY NUNEZ VICE PRESIDENT 2580 HIGHWAY 385 SOUTH ODESSA, TX 79766	LARRY NUNEZ EMAIL - PHONE - 432-337-1111	Trade				\$ 257,890
20	BRONCO OILFIELD SERVICES ATTN: MARK DEGARMO VICE PRESIDENT 4001 W. 7TH STREET ELK CITY, OK 73644	MARK DEGARMO EMAIL - mdegarmo@brncoservices.com PHONE - 337-359-9960	Trade				\$ 251,750
21	PETROSTAR SERVICES, LLC ATTN: JIM BROWN CEO 4350 LOCKHILL SELMA RD SUITE 150 SAN ANTONIO, TX 78249	JIM BROWN EMAIL - PHONE - 210-463-9929	Trade				\$ 246,049
22	HAMMER DOWN OILFIELD SERVICES, LLC ATTN: GLEN SHEPARD PRESIDENT 1136 N. KIRKWOOD HOUSTON, TX 77043	GLEN SHEPARD EMAIL - PHONE - 281-870-9182	Trade				\$ 229,859
23	BUTCHS RAT HOLE & ANCHOR SERVICE INC ATTN: SCOTT BRYANT PRESIDENT 700 AUSTIN STREET LEVELLAND, TX 79336	SCOTT BRYANT EMAIL - PHONE - 806-894-6294	Trade				\$ 225,130
24	5J OILFIELD SERVICES, LLC ATTN: TONY CASHION VICE PRESIDENT OF BUSINESS DEVELOPMENT 4090 N. US HWY. 79 PALESTINE, TX 75801	TONY CASHION EMAIL - PHONE - 903-729-0969	Trade				\$ 224,500
25	RIGUP INC ATTN: XUAN YONG CEO 111 CONGRESS AVE SUITE 900 AUSTIN, TX 78701	XUAN YONG EMAIL - PHONE - 512-501-5452	Trade				\$ 222,070

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26	GR LIFT LP ATTN: WAYNE RICHARDS PRESIDENT 2150 TOWN SQUARE PL STE 410 SUGAR LAND, TX 77479	WAYNE RICHARDS EMAIL - PHONE - 281-201-6812	Trade				\$ 210,583
27	4-STAR TANK RENTAL LP ATTN: TODD ETHRIDGE CEO 657 E HIGHWAY 115 KERMIT, TX 79745	TODD ETHRIDGE EMAIL - todd.ethridge@4startankrental.com PHONE - 432-586-3111	Trade				\$ 208,275
28	A.C.T. EQUIPMENT COMPANY LLC ATTN: DONALD A. SPURLOCK PRESIDENT 304 NW MUSTANG DR ANDREWS, TX 79714	DONALD A. SPURLOCK EMAIL - donald@actequipmentllc.com PHONE - 432-523-4184	Trade				\$ 206,043
29	IMPERATIVE CHEMICAL PARTNERS, INC. ATTN: BRANDON MARTIN SVP OF STRATEGIC ACCOUNTS 201 W. WALL STREET SUITE 900 MIDLAND, TX 79701	BRANDON MARTIN EMAIL - PHONE - 877-523-3147	Trade				\$ 204,141
30	SELECT ENERGY SERVICES ATTN: HOLLI LADHANI CEO 1233 WEST LOOP SOUTH SUITE 1400 HOUSTON, TX 77027	HOLLI LADHANI EMAIL - PHONE - 713-235-9500	Trade				\$ 200,816
31	MARSZ SAFETY, LLC ATTN: SEAN FARNSWORTH OWNER 415 GREENWICH BLVD SAN ANTONIO, TX 78209	SEAN FARNSWORTH EMAIL - PHONE - 210-560-6705	Trade				\$ 199,460
32	FLEX LEASING POWER & SERVICES LLC ATTN: MARK G. SCHNEPEL CEO 6400 S FIDDLERS GREEN CIRCLE SUITE 900 GREENWOOD VILLAGE, CO 80111	MARK G. SCHNEPEL EMAIL - PHONE - 720-573-7664	Trade				\$ 191,453
33	BELL SUPPLY COMPANY, LLC ATTN: BOB HUBER VICE PRESIDENT - OPERATIONS 3314 E HWY 82 GAINESVILLE, TX 76240	BOB HUBER EMAIL - bhuber@bellsupplystores.com PHONE - 940-665-1486	Trade				\$ 177,036
34	BLACK STAR ENERGY SERVICES, LLC ATTN: KEVIN BLACKWOOD PRESIDENT 12401 WCR 100 ODESSA, TX 79765	KEVIN BLACKWOOD EMAIL - kevin.blackwood@blackstarenergyservices.com PHONE - 432-272-3395	Trade				\$ 173,759
35	BASIC ENERGY SERVICES, L.P ATTN: KEITH L. SCHILLING CEO 801 CHERRY STREET SUITE 2100 FORT WORTH, TX 76102	KEITH L. SCHILLING EMAIL - PHONE - 830-334-4010	Trade				\$ 171,115
36	BELCO MANUFACTURING CO., INC. ATTN: RICK RAMIREZ OPERATIONS MANAGER 2303 TAYLORS VALLEY ROAD BELTON, TX 76513-0210	RICK RAMIREZ EMAIL - PHONE - 254-933-9000	Trade				\$ 165,352
37	THE WELLBOSS COMPANY, LLC ATTN: JEFF MCNAMARA PRESIDENT 12450 CUTTON RD. HOUSTON, TX 77066	JEFF MCNAMARA EMAIL - PHONE - 281-820-2545	Trade				\$ 162,418
38	FNG CONSTRUCTION, INC ATTN: COURTNEY SETTLE PRESIDENT 1816 6TH AVE FORT WORTH, TX 76110	COURTNEY SETTLE EMAIL - contact@fngconstructioninc.com PHONE - 432-232-3766	Trade				\$ 157,217

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
39	PLATINUM OILFIELD SERVICES LLC ATTN: MIKE SANCHEZ OWNER 109 W BROADWAY ST ANDREWS, TX 79714	MIKE SANCHEZ EMAIL - PHONE - 432-634-0180	Trade				\$ 153,930
40	TALL CITY WELL SERVICE CO., LP ATTN: ROBERT ACUNA SAFETY MANAGER 6001 S HWY 385 ODESSA, TX 79766	ROBERT ACUNA EMAIL - robert.acuna@tcws.com PHONE - 432-332-8863	Trade				\$ 143,121
41	PORTER HEDGES LLP ATTN: ROBERT G. REEDY MANAGING PARTNER 1000 MAIN STREET 36TH FLOOR HOUSTON, TX 77002	ROBERT G. REEDY EMAIL - rreedy@porterhedges.com PHONE - 713-226-6674	Trade				\$ 138,032
42	VERDAD OIL & GAS CORPORATION ATTN: WILL BEECHERL CEO 5950 SHERRY LANE SUITE 700 DALLAS, TX 75225	WILL BEECHERL EMAIL - PHONE - 214-838-3000	Trade				\$ 133,171
43	ONYX CONTRACTORS OPERATIONS, LP ATTN: CHRISTI BROWN CFO 1010 FM 1788 MIDLAND, TX 79706	CHRISTI BROWN EMAIL - christi@onyxcontractors.com PHONE - 432-561-8900	Trade				\$ 121,965
44	JOHNSON SPECIALTY TOOLS, LLC ATTN: CRAIG JOHNSON FOUNDER 11208 WEST COUNTY RD. 46 MIDLAND, TX 79707	CRAIG JOHNSON EMAIL - PHONE - 432-618-121	Trade				\$ 120,111
45	WELLFIRST TECHNOLOGIES, INC. ATTN: DEREK MARTIN DISTRICT MANAGER 2209 E LOOP 281 LONGVIEW, TX 75605	DEREK MARTIN EMAIL - dmartin@wellfirst.com PHONE - 361-813-8504	Trade				\$ 113,718
46	NATIONAL OILWELL DHT, L.P. ATTN: CLAY WILLIAMS CEO 7909 PARKWOOD CIRCLE DRIVE HOUSTON, TX 77036	CLAY WILLIAMS EMAIL - PHONE - 713-375-3700	Trade				\$ 113,054
47	RWLS. LLC ATTN: MATT GRAY PRESIDENT 1302 HOUSTON ST LEVELLAND, TX 79336	MATT GRAY EMAIL - mgray468@aol.com PHONE - 806-897-0735	Trade				\$ 110,695
48	GRYPHON OILFIELD SOLUTIONS, LLC ATTN: ANDY EASTON PRESIDENT 11300 WINDFERN ROAD HOUSTON, TX 77064	ANDY EASTON EMAIL - PHONE - 281-738-3110	Trade				\$ 104,968
49	SES HOLDINGS, LLC ATTN: PAT ANDERLE PRESIDENT 1002 CARPENTER ST BRIDGEPORT, TX 76426	PAT ANDERLE EMAIL - panderle@peakoilservices.com PHONE - 940-683-1600	Trade				\$ 99,907
50	HEMMEN ASSOCIATES, INC. ATTN: JAMES HAZELBUSH ENGINEER 5375 E LOOP 281 LONGVIEW, TX 75602	JAMES HAZELBUSH EMAIL - jamesh@hpumpsystems.com PHONE - 970-629-1738	Trade				\$ 96,815

Fill in this information to identify the case and this filing:

Debtor Name ImPetro Resources, LLC
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/28/2020
 MM / DD / YYYY


 Signature of individual signing on behalf of debtor

Joseph C. Daches

Printed name

Chief Executive Officer, President, and Chief Financial Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Case No. 20-[●]
	§	
IMPETRO RESOURCES, LLC,	§	(Chapter 11)
	§	
Debtor.	§	(Joint Administration Requested)
	§	(Emergency Hearing Requested)

LIST OF EQUITY SECURITY HOLDERS¹

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest of the above captioned debtor in possession (the “*Debtor*”).

Name and Last Known Address or Place of Business of Holder	Kind/Class of Interest	Percentage of Interests Held
Brushy Resources, Inc.	Common	100%

¹ This list serves as the required disclosure by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 cases.

CORPORATE OWNERSHIP STATEMENT (RULES 1007 (a)(1) and 7007.1)

Pursuant to Federal Rules of Bankruptcy Procedure 1007 (a)(1) and 7007.1, the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests:

Debtor	Corporate Equity Holder(s)	Address of Corporate Equity Holder(s)	Percentage of Equity Held
ImPetro Resources, LLC	Brushy Resources, Inc.	201 Main Street, Suite 700, Fort Worth, Texas 76102	100%

Fill in this information to identify the case and this filing:

Debtor Name ImPetro Resources, LLC
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statements

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/28/2020
 MM/DD/YYYY

û [Signature]
 Signature of individual signing on behalf of debtor

Joseph C. Daches

Printed name

Chief Executive Officer, President, and Chief Financial Officer

Position or relationship to debtor